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CHAPMAN AND CUTLER LLP

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January 2, 2007

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W. Room 704  
Washington, DC 20423-0001

RECORDATION NO. 16095-5 FILED

JAN 03 '07 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

Re: BNSF Railway Company  
Purchase of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment, dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") and U.S. Bank National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee (the "Indenture Trustee").

The enclosed documents relate to (i) the Conditional Sale Agreement and Indenture dated as of November 1, 1988 among U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee, General Motors Corporation (Electro-Motive Division) ("GM") and M-K Industrial Services Company ("M-K"; together with GM, the "Vendors"), a copy of which was recorded on December 19, 1988 at 4:40 P.M. under recordation number 16095 and (ii) the Agreement and Assignment dated as of November 1, 1988 among the Vendors and Indenture Trustee, a copy of which was recorded on December 19, 1988 at 4:40 P.M. under recordation number 16095-A.

The names and addresses of the parties to the enclosed document are as follows:

Owner Trustee: U.S. Bank National Association  
One Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attn: Corporate Trust Services

Law Offices of  
CHAPMAN AND CUTLER LLP

Indenture Trustee: U.S. Bank National Association  
300 Delaware Avenue, 9th Floor  
Mail Code EX-DE-WDAW  
Wilmington, DE 19801

The equipment covered as of the date hereof by the aforesaid Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment consists of 13 EMD Model GP39-2 Diesel Electric Locomotives bearing the reporting marks within the series BNSF 2745 through BNSF 2748 and within the series BNSF 2925 through 2934, and 5 EMD Model GP40-2 Diesel Electric Locomotives bearing the reporting marks within the series BNSF 3025 through BNSF 3029; all as specifically described in Exhibit A attached hereto.

A short summary of the document to appear in the index follows:

Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment, dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), as Owner Trustee and Comerica and U.S. Bank National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee.

A fee of thirty-four dollars (\$34.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

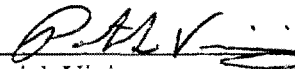
Law Offices of  
CHAPMAN AND CUTLER LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

BY

  
Patrick Vining

Enclosures

# **EXHIBIT A**

## **UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ORIGINAL ROAD NUMBERS</b>	<b>CURRENT ROAD NUMBER</b>
EMD Model GP39-2 Diesel Electric Locomotives	13	BN 2755	BNSF 2745
		BN 2757	BNSF 2747
		BN 2758	BNSF 2748
		BN 2925	BNSF 2925
		BN 2926	BNSF 2926
		BN 2927	BNSF 2927
		BN 2928	BNSF 2928
		BN 2929	BNSF 2929
		BN 2930	BNSF 2930
		BN 2931	BNSF 2931
		BN 2932	BNSF 2932
		BN 2933	BNSF 2933
		BN 2934	BNSF 2934
EMD Model GP40-2 Diesel Electric Locomotives	5	BN 3550	BNSF 3025
		BN 3551	BNSF 3026
		BN 3552	BNSF 3027
		BN 3553	BNSF 3028
		BN 3554	BNSF 3029

JAN 03 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

**PARTIAL TERMINATION OF CONDITIONAL SALE AGREEMENT AND INDENTURE,  
AGREEMENT AND ASSIGNMENT**

THIS PARTIAL TERMINATION OF CONDITIONAL SALE AGREEMENT AND INDENTURE, AGREEMENT AND ASSIGNMENT is made and entered into as of January 2, 2007 by and between U.S. Bank National Association (successor-in-interest to The Connecticut Bank and Trust Company, National Association), not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and U.S. Bank National Association (successor-in-interest to Meridian Trust Company), as Indenture Trustee (the "*Indenture Trustee*").


1. The Owner Trustee has heretofore entered into that certain Conditional Sale Agreement and Indenture with General Electric Company (Electro-Motive Division) and M-K Industrial Services Company dated as of November 1, 1988 (as amended, modified or supplemented, the "*CSA*"), a copy of which was duly recorded with the Interstate Commerce Commission on December 19, 1988 at 4:40 P.M. under Recordation Number 16095. The CSA was assigned to the Indenture Trustee by virtue of an Agreement and Assignment dated as of November 1, 1988 (as amended, modified or supplemented, the "*Assignment*"; together with the CSA, the "*CSA Agreements*"), a copy of which was duly recorded with the Interstate Commerce Commission on December 19, 1988 at 4:40 P.M. under Recordation Number 16095-A.

2. The CSA Agreements are terminated effective as of the date hereof with respect to the locomotives set forth on Exhibit A hereto

3. This Partial Termination of Conditional Sale Agreement and Indenture, Agreement and Assignment shall neither impair nor terminate the rights and obligations of the parties under the CSA Agreements which expressly survive this partial termination.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to The Connecticut  
Bank and Trust Company, National  
Association), not in its individual capacity,  
but solely as Owner Trustee

By   
Name: ALISON D.B. NADEAU  
Title: VICE PRESIDENT

Executed on this 2<sup>nd</sup> day of December, 2006.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to Meridian Trust  
Company)

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this partial termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to The Connecticut  
Bank and Trust Company, National  
Association), not in its individual capacity,  
but solely as Owner Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 2006.

U.S. BANK NATIONAL ASSOCIATION  
(successor-in-interest to Meridian Trust  
Company)

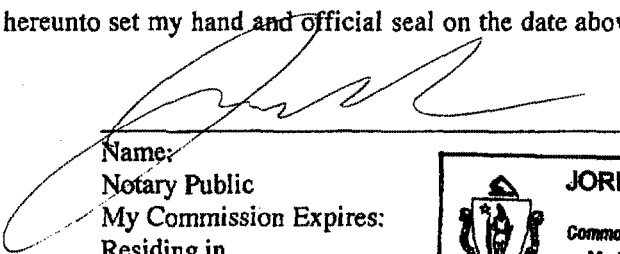
By  \_\_\_\_\_  
Name:  
Title:

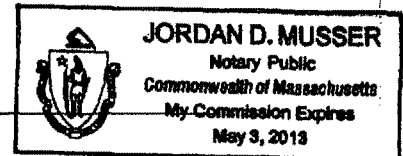
Executed on this 29 day of December, 2006.

STATE OF MASSACHUSETTS )  
 ) SS.:  
COUNTY OF SUFFOLK )

On this, the 28<sup>th</sup> day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 21, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December \_\_\_, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_



STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

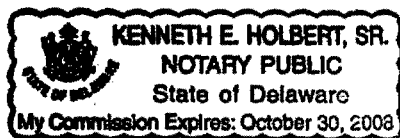
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this, the 28TH day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Rita Marie Kironatz, who being by me duly sworn, says that (s)he is the TRUST officer of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 28, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Kenneth E. Holbert, Sr.  
Name:  
Notary Public  
My Commission Expires:  
Residing in DELAWARE

# **EXHIBIT A**

## **UNITS**

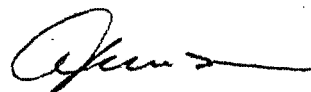
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		BN 3551	BNSF 3026
		BN 3552	BNSF 3027
		BN 3553	BNSF 3028
		BN 3554	BNSF 3029

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/3/07



Robert W. Alvord